

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT AND DISCLOSURE STATEMENT OF JEROME B. LIBIN

ON BEHALF OF SUTHERLAND ASBILL & BRENNAN LLP

WASHINGTON)
) ss:
DISTRICT OF COLUMBIA)

Jerome B. Libin, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Sutherland Asbill & Brennan LLP located at 1275 Pennsylvania Avenue, NW, Washington, DC 20004 (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services to the Debtors with respect to pending federal income tax controversies with the Department of Justice and the Internal Revenue Service, and the Firm has consented to provide such services.
3. The Firm has performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. Except as noted in Paragraph 7 below, the Firm does not perform services for any such person in

connection with these chapter 11 cases. In addition, except as noted in Paragraph 7 below, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or, except as noted in paragraph 7 below, represents any interest adverse to the Debtors or their estates.

6. The Debtors do not owe the Firm anything for prepetition services.

7. The Firm has been engaged to represent several creditors and parties in interest in connection with their relationships with and/or claims against the Debtors (or one or more affiliates of the Debtors). These creditors and parties in interest consist of, among others, energy providers, financial services companies, and other parties that are counterparties to energy transactions, derivative contracts, and other types of transactions with one or more of the Debtors (or one or more affiliates of the Debtors). A list of the entities referred to in this paragraph which the Firm currently represents is attached hereto as Exhibit A. Each of the Firm's current representations involving the entities identified in Exhibit A is unrelated to the specific subject matter for which the Debtors have engaged the Firm, and LBHI and such entities have indicated consent to our concurrent representation of the entities and Debtors despite the potential conflicts. The Firm may in the future represent additional creditors or other parties in interest in the Debtors' Chapter 11 cases with consent and with respect to matters unrelated to the specific subject matter for which the Debtors have engaged the Firm. In addition, the Firm will be advising The Massachusetts Mutual Life Insurance Company in connection with the possible continuation in force of certain life insurance policies issued by it to Lehman Brothers Inc., and

one issue in the matter for which Debtors have engaged the Firm concerns the tax deductibility of policy loan interest on such policies during prior years. The Firm does not believe that such representations give rise to a conflict, and the parties have, in any event, consented to such concurrent representations.

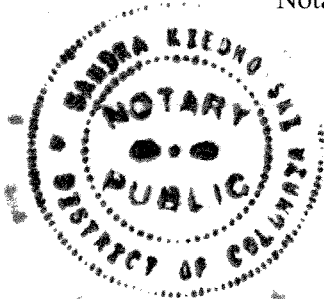
8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

By: Jerome B. Libin
Jerome B. Libin

Subscribed and sworn to before me
this 30th day of June, 2009

Sandra Kiedrowski
Notary Public

SANDRA KIEDROWSKI
Notary Public, District of Columbia
My Commission Expires April 30, 2014



¹ If necessary.

**EXHIBIT A TO AFFIDAVIT AND DISCLOSURE
STATEMENT OF JEROME B. LIBIN**

1. Shell Oil Company and subsidiaries/affiliates, including Shell Energy North America (US), L.P. and Shell Trading (US) Company
2. Cargill Inc. and subsidiaries/affiliates, including Cargill Power Markets, LLC and Carval
3. AgriBank FCB
4. U.S. AgBank, FCB
5. AgFirst Farm Credit Bank
6. ProShare Advisors LLC and ProFund Advisors LLC, on behalf of the Funds that it advises and/or manages
7. Kraft Foods Finance Europe AG
8. Philip Morris Finance S.A.
9. Targa Resources, Inc. and its subsidiaries/affiliates, including Targa Resources Partners LP
10. American Equity Investment Life Insurance Co.
11. Aviva Investors North America, Inc., Aviva S.p.A., Aviva Italia S.p.A., Aviva Life S.p.A., Aviva Italia Holding, S.p.A., Aviva Vita S.p.A., Aviva Assicurazioni S.p.A., and Aviva Previdenza S.p.A.
12. Vining Sparks IBG, L.P.
13. MidFirst Bank
14. Luminus Partners Energy Master Fund Ltd.
15. Concordia Partners LP, Concordia Institutional Multi Strategy LP, and Concordia Municipal Opportunities Master Fund
16. Arizona Public Service Company/Pinnacle West
17. Tenor Opportunity Master Fund Ltd.
18. Pacific Life Corporation, Pacific Life Insurance Company and Pacific Life & Annuity Company
19. Protective Life Insurance Company
20. Principal Financial Group and its subsidiaries/affiliates
21. Smith Breeden
22. Hartford Life Insurance Company
23. Bracebridge Capital, on behalf of the Funds that it advises and/or manages
24. CUNA Mutual Life Insurance Company and its affiliates
25. Fortress Investment Group, on behalf of the Funds that it advises and/or manages
26. Statoil

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Debtors.	:	(Jointly Administered)
	:	
<hr/>		x

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS
HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Sutherland Asbill & Brennan LLP
1275 Pennsylvania Avenue, NW
Washington, DC 20004-2415

2. Date of retention: June 11, 2009

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

The Firm will serve as Advisory Counsel with respect to pending federal income
tax controversies with the Department of Justice and the Internal Revenue
Service.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

\$600-650

- (b) Estimated average monthly compensation based on prepetition retention
(if firm was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ N/A

Date claim arose: _____

Source of Claim: _____

7. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:

Name: N/A

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Stock of the Debtors currently held by the firm:
- Kind of shares: N/A
- No. of shares: _____
9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:
- Name: H. Edward Hales, Jr. through his 401(k) retirement account
- Status: Partner
- Kind of shares: Common/LBHI
- No. of shares: 1,000
- Name: Hannah Orowitz
- Status: Associate
- Kind of shares: Common/LBHI
- No. of shares: 44
10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.
- The Firm has identified no interest that is adverse to the Debtors or their
estates with respect to the matters on which the Firm is to be employed. For
information regarding potential conflicts, see Paragraph 7 of, and Exhibit A to,
the Affidavit and Disclosure Statement of Jerome B. Libin.
11. Name of individual completing this form:
- Jerome B. Libin